

1 LIONEL Z. GLANCY (#134180)
2 MICHAEL GOLDBERG (#188669)
3 1801 Avenue of the Stars, Suite 311
4 Los Angeles, California 90067
5 Telephone: (310) 201-9150
6 Facsimile: (310) 201-9160
7 E-mail: info@glancylaw.com

8
9 *Proposed Liaison Counsel*
10 [Additional Counsel on Signature Page]
11

12 UNITED STATES DISTRICT COURT
13 CENTRAL DISTRICT OF CALIFORNIA
14

15 MAINE STATE RETIREMENT
16 SYSTEM, Individually and On Behalf
17 of All Others Similarly Situated,
18

19 Plaintiff,

20 v.

21 COUNTRYWIDE FINANCIAL
22 CORPORATION, a Delaware
23 corporation; COUNTRYWIDE HOME
24 LOANS, INC.; CWALT, INC., a
25 Delaware corporation; CWMBS, INC.,
26 a Delaware corporation; CWABS,
27 INC., a Delaware corporation;
28 CWHEQ, INC., a Delaware
corporation; COUNTRYWIDE
CAPITAL MARKETS;
COUNTRYWIDE SECURITIES
CORPORATION; J.P. MORGAN
SECURITIES INC.; DEUTSCHE
BANK SECURITIES INC.; BEAR,
STEARNS & CO., INC.; BANC OF
AMERICA SECURITIES LLC; UBS
SECURITIES, LLC; MORGAN
STANLEY & CO. INCORPORATED;
EDWARD D. JONES & CO., L.P.;
CITIGROUP GLOBAL MARKETS
INC.; GOLDMAN, SACHS & CO.;
CREDIT SUISSE SECURITIES
(USA) LLC; GREENWICH CAPITAL
MARKETS, INC. A.K.A. RBS
GREENWICH CAPITAL;

19 No. 2:10-CV-00302 MRP (MAN)

20 CLASS ACTION

21 **[PROPOSED] ORDER**

1 BARCLAYS CAPITAL INC.; HSBC
2 SECURITIES (USA); BNP PARIBAS
3 SECURITIES CORP.; MERRILL
4 LYNCH, PIERCE, FENNER &
5 SMITH, INCORPORATED;
6 STANFORD L. KURLAND; DAVID
A. SPECTOR; ERIC P. SIERACKI; N.
JOSHUA ADLER; RANJIT
Kripalani; JENNIFER S.
SANDEFUR; DAVID A. SAMBOL,

7 Defendants.
8

[PROPOSED] ORDER

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10 Having considered the papers filed in support of the Motion of the Iowa
11 Public Employees' Retirement System ("IPERS" or "Movant") for Appointment as
12 Lead Plaintiff and Approval of Lead Plaintiff's Selection of Lead Counsel, pursuant
13 to § 27(a)(3)(B) of the Securities Act of 1933 (the "Securities Act") as amended by
14 the Private Securities Litigation Reform Act, 15 U.S.C. § 77z-1(a)(3)(B), and for
15 good cause shown, the Court hereby enters the following Order.
16

I. APPOINTMENT OF LEAD PLAINTIFF AND LEAD AND LIAISON COUNSEL

17 1. IPERS has moved the Court to be appointed Lead Plaintiff in this
18 class action and to approve the counsel retained to be Lead and Liaison Counsel.
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20 2. Having considered the provisions of § 27(a)(3)(B) of the Securities
21 Act, 15 U.S.C. § 77z-1(a)(3)(B), the Court hereby determines that Movant is the
22 most adequate plaintiff and satisfies the requirements of the PSLRA. The Court
23 hereby appoints Movant as Lead Plaintiff to represent the interests of the class in
24 this Action.
25

26 3. Pursuant to § 27(a)(3)(B)(v) of the Securities Act, 15 U.S.C. § 77z-
27 1(a)(3)(B)(v), Movant has selected and retained the law firms of Cohen Milstein
28

1 Sellers & Toll PLLC to serve as Lead Counsel and Glancy Binkow & Goldberg
2 LLP to serve as Liaison Counsel. The Court approves Movant's selection of Lead
3 Counsel and Liaison Counsel for this Action.

4. Lead Counsel shall have the following responsibilities and duties, to
5 be carried out either personally or through counsel whom Lead Counsel shall
6 designate:

7 a. to coordinate the briefing and argument of any and all motions;
8 b. to coordinate the conduct of any and all discovery proceedings;
9 c. to coordinate the examination of any and all witnesses in
10 depositions;

11 d. to coordinate the selection of counsel to act as spokesperson at
12 all pretrial conferences;

13 e. to call meetings of the plaintiffs' counsel as they deem
14 necessary and appropriate from time to time;

15 f. to coordinate all settlement negotiations with counsel for
16 defendants;

17 g. to coordinate and direct the pretrial discovery proceedings and
18 the preparation for trial and the trial of this matter and to delegate work
19 responsibilities to selected counsel as may be required;

20 h. to coordinate the preparation and filings of all pleadings; and

21 i. to supervise all other matters concerning the prosecution or
22 resolution of the Action.

23 5. No motion, discovery request, or other pretrial proceedings shall be

1 initiated or filed by any plaintiffs without the approval of Lead Counsel, so as to
2 prevent duplicative pleadings or discovery by plaintiffs. No settlement negotiations
3 shall be conducted without the approval of Lead Counsel.
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5 6. Lead Counsel shall have the responsibility of receiving and
6 disseminating Court orders and notices.
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8 7. Lead Counsel shall be the contact between plaintiffs' counsel and
9 defendants' counsel, as well as the spokespersons for all plaintiffs' counsel, and
10 shall direct and coordinate the activities of plaintiffs' counsel. Lead Counsel shall
11 be the contact between the Court and plaintiffs and their counsel.
12

II. NEWLY-FILED OR TRANSFERRED ACTIONS

13 8. When a case that arises out of the subject matter of this Action is
14 hereinafter filed in this Court or transferred from another Court, the Clerk of this
15 Court shall:
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- 17 a. file a copy of this Order in the separate file for such action;
- 18 b. mail a copy of this Order to the attorneys for the plaintiff(s) in
19 the newly filed or transferred case and to any new defendant(s) in the newly filed or
20 transferred case; and
- 21 c. make the appropriate entry in the docket for this Action.

22 9. Each new case which arises out of the subject matter of this Action
23 that is filed in this Court or transferred to this Court shall be consolidated with this
24 Action and this Order shall apply thereto, unless a party objecting to this Order or
25 any provision of this Order shall, within ten (10) days after the date upon which a
26 copy of this Order is served on counsel for such party, file an application for relief
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1 from this Order or any provision herein and this Court deems it appropriate to grant
2 such application.
3

4 **III. PRESERVATION OF RELEVANT DOCUMENTS**

5 10. During the pendency of this litigation, or until further order of this
6 Court, the parties shall take reasonable steps to preserve all documents within their
7 possession, custody or control, including computer-generated and stored
8 information and materials such as computerized data and electronic mail, containing
9 information that is relevant to or which may lead to the discovery of information
10 relevant to the subject matter of the pending litigation.
11

12 IT IS SO ORDERED.
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14 Dated: _____, 2010

15 Honorable Mariana R. Pfaelzer
16 United States District Judge
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**PROOF OF SERVICE VIA ELECTRONIC POSTING PURSUANT TO
CENTRAL DISTRICT OF CALIFORNIA LOCAL RULES
AND ECF GENERAL ORDER NO. 08-02**

I, the undersigned, say:

I am a citizen of the United States and am employed in the office of a member of the Bar of this Court. I am over the age of 18 and not a party to the within action. My business address is 1801 Avenue of the Stars, Suite 311, Los Angeles, California 90067.

On April 2, 2010, I caused to be served the following documents:

1. **NOTICE OF MOTION AND MOTION OF THE IOWA PUBLIC EMPLOYEES' RETIREMENT SYSTEM FOR APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD COUNSEL**
2. **MEMORANDUM OF POINTS AND AUTHORITIES IN SUPPORT OF MOTION OF THE IOWA PUBLIC EMPLOYEES' RETIREMENT SYSTEM FOR APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD COUNSEL**
3. **DECLARATION OF MICHAEL GOLDBERG IN SUPPORT OF MOTION OF THE IOWA PUBLIC EMPLOYEES' RETIREMENT SYSTEM FOR APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD COUNSEL**
4. **[PROPOSED] ORDER**

By posting these documents to the ECF Website of the United States District Court for the Central District of California, for receipt electronically by the following parties:

Leiv H Blad, Jr
leiv.blad@bingham.com

Spencer Alan Burkholz
spenceb@csgrr.com,jillk@csgrr.com,e file sd@csgrr.com

Christopher G Caldwell
caldwell@caldwell-leslie.com, martindale@caldwell-leslie.com, hammer@caldwell-leslie.com, pettit@caldwell-leslie.com, willingham@caldwell-leslie.com, hayes@caldwell-leslie.com, popescu@caldwell-leslie.com, strother@caldwell-leslie.com, wong@caldwell-leslie.com, wilson@caldwell-leslie.com

Peter Young Hoon Cho
petercho@paulhastings.com

David C Codell
codell@caldwell-leslie.com

1 Daniel S. Drosman
2 ddrosman@csgrr.com,tholindrake@csgrr.com
3
4 Thomas E Egler
5 tome@csgrr.com
6
7 Inez H Friedman-Boyce
8 ifriedmanboyce@goodwinprocter.com
9
10 Penelope A Graboys Blair
11 pgraboysblair@orrick.com,jcopoulos@orrick.com
12
13 Joshua G Hamilton
14 joshuahamilton@paulhastings.com,melmanahan@paulhastings.com
15
16 Jeffrey M Hammer
17 hammer@caldwell-leslie.com
18
19 Jennifer L Joost
20 jjoost@btkmc.com,acashwell@btkmc.com,mswift@btkmc.com
21
22 Lauren G Kerkhoff
23 lkerkhoff@csgrr.com
24
25 Dean J Kitchens
26 dkitchens@gibsondunn.com,MOstrye@gibsondunn.com
27
28 Jennifer Y Lai
jennifer@21orgpartners.com
29
30 Jennifer B Luz
jluz@goodwinprocter.com
31
32 Alexander K Mircheff
33 amircheff@gibsondunn.com
34
35 Sharan Nirmul
36 snirmul@btkmc.com,azivitz@btkmc.com,ecf_filings@btkmc.com
37
38 Brian E Pastuszenski
39 bpastuszenski@goodwinprocter.com
40
41 Lauren Wagner Pederson
42 lpederson@btkmc.com,neena.verma@btkmc.com,dpotts@btkmc.com
43
44 Lindsay R Pennington
45 lpennington@gibsondunn.com
46
47 Christina A Royce
48 croyce@csgrr.com
49
50 Scott H Saham
51 scotts@csgrr.com

1 Jennifer M Sepic
2 jennifer.sepic@bingham.com

3 William F Sullivan
4 williamsullivan@paulhastings.com,lisavermeulen@paulhastings.com

5 Michael D Torpey
6 mtorpey@orrick.com

7 Michael C Tu
8 mtu@orrick.com,fphan@orrick.com

9 Lloyd Winawer
10 lwinawer@goodwinprocter.com,sasmith@goodwinprocter.com,monyeagbako@goodwinprocter.com,cburgos@goodwinprocter.com

11 Andrew L Zivitz
12 azivitz@btkmc.com

13 There are no non-ECF registered parties in this action.

14 I certify under penalty of perjury under the laws of the United States of
15 America that the foregoing is true and correct. Executed on April 2, 2010, at Los
16 Angeles, California.

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s/*Michael Goldberg*
Michael Goldberg